

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

DANIEL WILLIAMS,

Plaintiff,

v.

HASSAN M. AHMED, STEPHEN J.
NILL, EDWARD T. ANDERSON,
PAUL J. FERRI, and PAUL J.
SEVERINO,

Defendants,

and

SONUS NETWORKS, INC.,

Nominal Defendant.

Case No. 04-10359 (DPW)

RECEIVED
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Date 3-22-04
By [Signature]
Deputy Clerk

DEFENDANTS' MOTION TO STAY OR, IN THE ALTERNATIVE, TO DISMISS

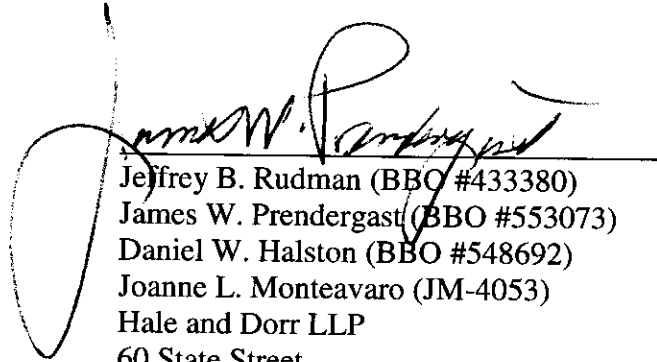
The defendants, Hassan M. Ahmed, Stephen J. Nill, Edward T. Anderson, Paul J. Ferri and Paul J. Severino ("Defendants"), hereby move to stay this action until the Massachusetts Superior Court has ruled on the Defendants' pending Motions to Dismiss nearly identical, first-filed derivative actions in the Business Litigation Session of the Massachusetts Superior Court. A stay of this action would be the most efficient use of both the parties' and the Court's resources, and would prevent duplicative litigation of substantially similar issues. In support of their Motion to Stay, Defendants have filed the accompanying Memorandum in Support of Motion to Stay or, in the Alternative, to Dismiss.

In the alternative, the Defendants request that the Court dismiss this action for the reasons set forth in the Defendants' Motion to Dismiss the State Actions in the Massachusetts Superior

Court, a copy of which is attached as Exhibit A to the Defendants' Memorandum in Support of this Motion to Stay.

For the reasons set forth in the accompanying Memorandum of Law, the Defendants request that the Court: (1) grant this Motion to Stay and stay this action until the Massachusetts Superior Court has ruled on Defendants' Motion to Dismiss the State Actions; (2) in the alternative, in the event that the Court denies the Defendants' request for a stay, then the Defendants request that the Court dismiss this action in its entirety for the reasons set forth in the Defendants' Motion to Dismiss the State Actions; and (3) grant such further relief that the Court deems fair and just.

Respectfully submitted,

A large, stylized handwritten signature in black ink, which appears to read "James W. Prendergast", is written over a horizontal line.

Jeffrey B. Rudman (BBO #433380)

James W. Prendergast (BBO #553073)

Daniel W. Halston (BBO #548692)

Joanne L. Monteavaro (JM-4053)

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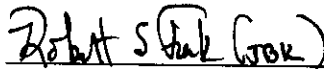
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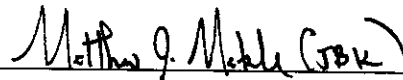
Attorneys for Defendants Edward T.

Anderson, Paul J. Ferri and Paul J. Severino

And nominal defendant Sonus Networks, Inc.



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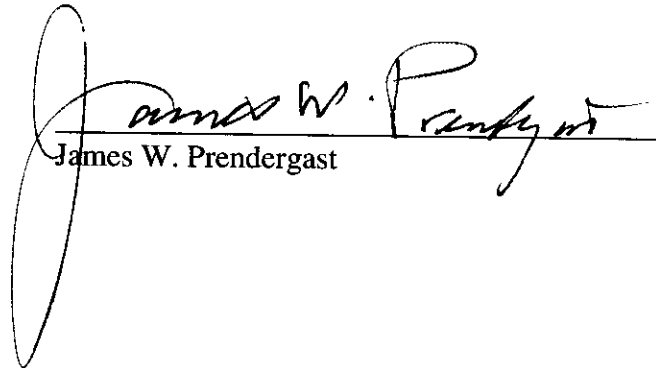


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Attorneys for Defendant Stephen Nill

Dated: March 22, 2004

CERTIFICATE OF CONFERENCE

I, James W. Prendergast, hereby certify that on or about March 19, 2004, I attempted to contact counsel for Daniel Williams via telephone in an attempt to narrow or resolve the issues presented in this Motion, but did not receive a response and, as a result, was unable to do so.


James W. Prendergast

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March 22, 2004

By Hand

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United States District Court for the District of Massachusetts
John Joseph Moakley U.S. Courthouse
One Courthouse Way, Suite 2300
Boston, MA 02210

RECEIVED
Clerk's Office
USDC, Mass.
Date 3-22-04
By [Signature]
Deputy Clerk

Re: Daniel Williams v. Hassan M. Ahmed, et al.
Case No. 04-10359 (DPW)


Dear Sir or Madam:

Enclosed for filing in the above-referenced matter, please find Defendants' Motion To Stay Or, In The Alternative, To Dismiss, and related exhibits.

Please date stamp the enclosed copy of the Motion and return it to me in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,


Joel B. Kemp

JBK:alc

Enclosures

cc: Charles J. Gray, Esq.